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OMB APPROVAL

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

	OMB Num	ber:	3:	<u>2:35-0</u>	<u> 076</u>			
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Name of Offering (  check if this is an amendment and name has chan	ged, and indicate change.)
Flexible Premium Variable Universal Group Life Insurance Policy-PPL11	84
Filing Under (Check b ox(es) that apply): Rule 504 Rule 505	Rule 506 Section 4(6)
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICA	FION DATA PROCES
Enter the information requested about the issuer	0
Name of Issuer ( check if this is an amendment and name has changed	, and indicate change.) SEP 1 9 21
Nationwide Private Placement Variable Account	and indicate change.) SEP 1 9 20
Address of Executive Offices (Number and Street, City, State, Z	ip Code) Telephone Number (Including Area CHANCIA
One Nationwide Plaza, Columbus, OH 43215	(614) 249-7111
Address of Principal Business Operations Code) (if different from Executive Offices)  (Number and Street, City, Ci	State, Zip Telephone Number (Including Area Code)
Brief Description of Business	
Variable Insurance Products	
Type of Business Organization	
	ther (please specify)
business trust limited partnership, to be formed lnsur	ance Company Separate Account
Year Actual or Estimated Date of Incorporation or Organization Mont	h Year
[05]	[98] Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Posts CN for Canada; FN for ot	al Service abbreviation for State: her foreign jurisdiction) [O] [H]

#### **GENERAL INSTRUCTIONS:**

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form, Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Beneficial Owner Executive Officer Director Check Box(es) that Apply: Promoter General and/or Managing Partner Full Name (Last name first, if individual) Alutto, Joseph A. Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 Beneficial Owner Executive Officer Director Check Box(es) that Apply: Promoter General and/or Managing Partner Full Name (Last name first, if individual) Brocksmith, Jr. James G. Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 Check Box(es) that Apply: Promoter Beneficial Owner \_\_Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Eckel, Keith W. Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director \_General and/or Managing Partner Full Name (Last name first, if individual) Mille de Lombera, Martha J. Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215

Check Box(es) that Apply: Promoter Beneficial Owner Execution	ve Officer Director General and/or Managing Partner								
Full Name (Last name first, if individual) Jurgensen, W.G.									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									
Check Box(es) that Apply: Promoter Beneficial Owner Execution	Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner								
Full Name (Last name first, if individual) Marshall, Lydia M.									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									
Check Box(es) that Apply: Promoter Beneficial Owner Execution	ive Officer Director General and/or Managing Partner								
Full Name (Last name first, if individual) McWhorter, Donald L.									
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215									
(Use blank sheet, or copy and use additional copies o	f this sheet, as necessary)								
B. INFORMATION ABOUT OFFE	ERING								
<ol> <li>Has the issuer sold, or does the issuer intend to sell, to non-accredite Answer also in Appendix, Colur</li> <li>What is the minimum investment that will be accepted from any ind</li> <li>Does the offering permit joint ownership of a single unit?</li> <li>Enter the information requested for each person who has been or wi</li> </ol>	mn 2, if filing under ULOE.								
indirectly, any commission or similar remuneration for solicitation of sales of securities in the offering. If a person to be listed is an associated of the sales of securities in the offering.									
or dealer registered with the SEC and/or with a state or states, list th	e name of the broker or dealer. If								
more than five (5) persons to be listed are associated persons of sucl forth the information for that broker or dealer only.	n a broker or dealer, you may set								
Full Name (Last name first, if individual) Dayton, Kenneth									
Business or Residence Address (Number and Street, City, State, Zip Code) 300 International Parkway, Suite 270, Heathrow FL 32746									
Name of Associated Broker or Dealer Newport Group Securities									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									
AL AK AZ AR CA CO CT DI	E DC FL GA HI ID								
IL IN IA KS KY LA ME M	D MA MI MN MS MO								
MT NE NV NH NJ NM NY NO	C ND OH OK OR PA								
RI SC SD TN TX UT VT V	A WA WV WI WY PR								

Full Name (Last name firs	t, if individual)								
Business or Residence Ad-	dress (Number and	I Street, City, Sta	te, Zip Code)			·			
Name of Associated Broker or Dealer									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)									
AL AK A	AZ AR	CA CO	Ст	DE	DC	FL.	GA	н	ID
IL IN I	A KS	KY LA	ME	MD	MA	MI	MN	MS	МО
MT NE N	NH NH	NJ NM	NY	NC	ND	ОН	ОК	OR	PA
RI SC S	SD TN	TX UT	VT	VA	WA	wv	WI	WY	PR
Full Name (Last name first Business or Residence Ad		d Street, City, St	nte, Zip Code)						<del></del>
Name of Associated Brok	er or Dealer			-		<u> </u>			
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)									
AL AK	AZ AR	CA CO	СТ	DE	DC	FL	GA	НІ	ID
IL IN I	A KS	KY LA	ME	MD	MA	MI	MN	MS	МО
MT NE	NV NH	NJ NM	NY	NC	ND	ОН	ОК	OR	PA
RI SC S	SD TN	TX UT	VT	VA	WA	wv	WI	WY	PR

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I	PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter .0. if the answer is .none. or .zero If the transaction is an exchange offering, check this box \( \square\$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security Debt	Aggregate Offering Price \$	Amount Already Sold \$
	Equity	\$	\$
	Convertible Securities (including warrants)	\$ \$	\$ \$
	Other (Specify: Variable Life Insurance Policy)	\$15,754,290	\$9,292,258
	Total	\$15,754,290	\$9,292,258
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "t)" if answer is "none" or "zero."	Number	Aggregate
	Accredited Investors	Investors	Dollar Amount Of Purchases \$9,292,258
	Non-accredited Investors	1	\$ \$
	Total (for filings under Rule 504 only)	l	Φ <del>9</del> ,292,230
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1.	Type of	Dollar Amount
	Type of Offering Rule 505	Security	Sold
	Regulation A. Rule 504. Total.		\$ \$ \$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	님	\$ \$
	Accounting Fees	፱	\$
	Engineering Fees.	П	\$
	Sales Commissions (specify finder's fees separately)  Other Expenses (identify)  Total		\$693,440 \$ \$693,440
	b. Enter the difference between the aggregate offering price given in	_	

	response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$15,060,850
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes show. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set fort in response to Part C – Question 4.b. above.	Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	□\$	□\$
	Purchase, rental or leasing and installation of machinery and equipment	□\$	 \$
	Construction or leasing of plant buildings and facilities	<b></b> \$	<b></b> \$
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets	<b></b>	<b></b>
	or securities of another issuer pursuant to a merger)	<b></b>	<b></b>
	Working capital	<b></b>	<b></b>
	Other (specify):	<b></b>	<b></b>
		\$	□\$
	Column Totals	\$	<b></b> \$
	Total Payments Listed (column totals added)	<b>_\$_</b>	

## D. FEDERAL SIGNATURE

The issuer has duty caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Nationwide Private Placement Variable Account

Name of Signer (Print or Type) Frank J. Robertson Signature

Title of Signer (Print or Type)
Associate Vice President

Date

## - ATTENTION -----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE					
1.		ed in 17 CFR 230.262 presently subject to any of the No provisions of such rule?	Yes	No ⊠			
	See	Appendix, Column 5, for state response.					
2.		uer hereby undertakes to furnish to any state administrator m D (17 CFR 239.500) at such times as required by state		ch this notice is			
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.						
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitl to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.						
	uer has read this notification If by the undersigned duly at	and knows the contents to be true and has duly caused the	nis notice to be sign	ned on			
	,		_				
	Print or Type) wide Private Placement	Signature	Date				
	le Account	Trank Homer Tom	DHH U,	2007			
	of Signer (Print or Type)	Title of Signer (Print or Type)	V				
- Frank Î	nk I. Robertson — Associate Vice President						

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	APPENDIX								
1	2	3	4	5					
	Intended to sell to non-accredited investors in State (Part B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item2)	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)					

State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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			APPENDIX				
1	2	3	4	5			
	Intended to sell to non-accredited investors in State (Part B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item I)	Type of investor and amount purchased in State (Part C-Item2)	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			

		T	1	<del></del>				17			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes			
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		that Apply:	Promoter	Beneficial Owner	Executiv	e Officer Directo	General and/o				
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			ress (Number and ambus, OH 4321	Street, City, State, Zip 5	Code)						
Check E	Box(es)	that Apply:	Promoter	Beneficial Owner	Executiv	e Officer Directo	or General and/o Managing Part				
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Check E	Box(es)	that Apply:	Promoter	Beneficial Owner	Executiv	e Officer Directo	or General and/o Managing Part				
Full Nar Prothro,			if individual)	· · · · · · · · · · · · · · · · · · ·							
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215											
Check E	Box(es)	that Apply:	Promoter	Beneficial Owner	Executiv	e Officer Directo	or General and/o Managing Part				
	Full Name (Last name first, if individual) Shisler, Arden L.										
			ress (Number and imbus, OH 4321	Street, City, State, 2ip 5	Code)						
Check B	Box(es)	that Apply:	Promoter	Beneficial Owner	Executiv	re Officer Directo	or General and/o Managing Part				
Full Nar Shulmat			if individual)								

No

Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215

